

Form 990-PF

## Return of Private Foundation

OMB No 1545-0052

2016

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning JUL 1, 2016, and ending JUN 30, 2017

Name of foundation

THE WINSTON FOUNDATION, INC.  
C/O L. IPPOLITO (PAUL, WEISS, ET. AL.)

A Employer identification number

13-6161672

Number and street (or P.O. box number if mail is not delivered to street address)

1285 AVENUE OF THE AMERICAS

Room/suite

B Telephone number

(212) 373-3000

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10019

C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

04

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method:

☐

Cash

☒

Accrual

☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 85,895,197. (Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

|                                       |                                                                      |                                                                                              |             |            |          |             |         |
|---------------------------------------|----------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-------------|------------|----------|-------------|---------|
| Revenue                               | 1                                                                    | Contributions, gifts, grants, etc., received                                                 |             |            | N/A      |             |         |
|                                       | 2                                                                    | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B |             |            |          |             |         |
|                                       | 3                                                                    | Interest on savings and temporary cash investments                                           |             |            |          |             |         |
|                                       | 4                                                                    | Dividends and interest from securities                                                       | 812,541.    | 812,541.   |          | STATEMENT 1 |         |
|                                       | 5a                                                                   | Gross rents                                                                                  |             |            |          |             |         |
|                                       | b                                                                    | Net rental income or (loss)                                                                  |             |            |          |             |         |
|                                       | 6a                                                                   | Net gain or (loss) from sale of assets not on line 10                                        | 1,437,879.  |            |          |             |         |
|                                       | b                                                                    | Gross sales price for all assets on line 6a                                                  | 7,037,366.  |            |          |             |         |
|                                       | 7                                                                    | Capital gain net income (from Part IV, line 2)                                               |             | 1,437,879. |          |             |         |
|                                       | 8                                                                    | Net short-term capital gain                                                                  |             |            |          |             |         |
| Operating and Administrative Expenses | 9                                                                    | Income modifications                                                                         |             |            |          |             |         |
|                                       | 10a                                                                  | Gross sales less returns and allowances                                                      |             |            |          |             |         |
|                                       | b                                                                    | Less: Cost of goods sold                                                                     |             |            |          |             |         |
|                                       | c                                                                    | Gross profit or (loss)                                                                       |             |            |          |             |         |
|                                       | 11                                                                   | Other income                                                                                 |             |            |          |             |         |
|                                       | 12                                                                   | Total. Add lines 1 through 11                                                                | 2,250,420.  | 2,250,420. |          |             |         |
|                                       | 13                                                                   | Compensation of officers, directors, trustees, etc                                           | 105,000.    | 21,000.    |          | 84,000.     |         |
|                                       | 14                                                                   | Other employee salaries and wages                                                            |             |            |          |             |         |
|                                       | 15                                                                   | Pension plans, employee benefits                                                             |             |            |          |             |         |
|                                       | 16a                                                                  | Legal fees                                                                                   | STMT 2      | 5,822.     | 0.       |             | 5,822.  |
|                                       | b                                                                    | Accounting fees                                                                              | STMT 3      | 27,000.    | 13,500.  |             | 13,500. |
|                                       | c                                                                    | Other professional fees                                                                      | STMT 4      | 199,869.   | 199,869. |             | 0.      |
|                                       | 17                                                                   | Interest                                                                                     |             |            |          |             |         |
|                                       | 18                                                                   | Taxes                                                                                        | STMT 5      | 17,800.    | 0.       |             | 0.      |
|                                       | 19                                                                   | Depreciation and depletion                                                                   |             |            |          |             |         |
|                                       | 20                                                                   | Occupancy                                                                                    |             |            |          |             |         |
|                                       | 21                                                                   | Travel, conferences, and meetings                                                            |             |            |          |             |         |
|                                       | 22                                                                   | Printing and publications                                                                    |             |            |          |             |         |
| 23                                    | Other expenses                                                       | STMT 6                                                                                       | 54,225.     | 10,545.    |          | 43,680.     |         |
| 24                                    | Total operating and administrative expenses. Add lines 13 through 23 |                                                                                              | 409,716.    | 244,914.   |          | 147,002.    |         |
| 25                                    | Contributions, gifts, grants paid                                    |                                                                                              | 4,005,500.  |            |          | 4,005,500.  |         |
| 26                                    | Total expenses and disbursements. Add lines 24 and 25                |                                                                                              | 4,415,216.  | 244,914.   |          | 4,152,502.  |         |
| 27                                    | Subtract line 26 from line 12:                                       |                                                                                              |             |            |          |             |         |
| a                                     | Excess of revenue over expenses and disbursements                    |                                                                                              | -2,164,796. |            |          |             |         |
| b                                     | Net investment income (if negative, enter -0-)                       |                                                                                              |             | 2,005,506. |          |             |         |
| c                                     | Adjusted net income (if negative, enter -0-)                         |                                                                                              |             |            | N/A      |             |         |

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| Part II Balance Sheets                                                                           |                                                                                      | Attached schedules and amounts in the description column should be for end-of-year amounts only |                | Beginning of year     | End of year |  |  |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|-------------|--|--|
|                                                                                                  |                                                                                      | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |             |  |  |
| Assets                                                                                           | 1 Cash - non-interest-bearing                                                        |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 2 Savings and temporary cash investments                                             | 2,954,089.                                                                                      | 517,928.       | 517,928.              |             |  |  |
|                                                                                                  | 3 Accounts receivable ▶                                                              |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                              |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 4 Pledges receivable ▶                                                               |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                              |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 5 Grants receivable                                                                  |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 6 Receivables due from officers, directors, trustees, and other disqualified persons |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 7 Other notes and loans receivable ▶                                                 |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                              |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 8 Inventories for sale or use                                                        |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 9 Prepaid expenses and deferred charges                                              |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 10a Investments - U.S. and state government obligations                              |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | b Investments - corporate stock                                                      |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | c Investments - corporate bonds                                                      |                                                                                                 |                |                       |             |  |  |
|                                                                                                  |                                                                                      | 11 Investments - land, buildings, and equipment basis ▶                                         |                |                       |             |  |  |
| Less accumulated depreciation ▶                                                                  |                                                                                      |                                                                                                 |                |                       |             |  |  |
| 12 Investments - mortgage loans                                                                  |                                                                                      |                                                                                                 |                |                       |             |  |  |
| 13 Investments - other STMT 7                                                                    |                                                                                      | 61,838,594.                                                                                     | 62,150,059.    | 85,362,741.           |             |  |  |
| 14 Land, buildings, and equipment: basis ▶                                                       |                                                                                      |                                                                                                 |                |                       |             |  |  |
| Less accumulated depreciation ▶                                                                  |                                                                                      |                                                                                                 |                |                       |             |  |  |
| 15 Other assets (describe STATEMENT 8)                                                           |                                                                                      | 32,326.                                                                                         | 14,528.        | 14,528.               |             |  |  |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) |                                                                                      | 64,825,009.                                                                                     | 62,682,515.    | 85,895,197.           |             |  |  |
| Liabilities                                                                                      |                                                                                      | 17 Accounts payable and accrued expenses                                                        | 42,387.        | 64,689.               |             |  |  |
|                                                                                                  |                                                                                      | 18 Grants payable                                                                               |                |                       |             |  |  |
|                                                                                                  | 19 Deferred revenue                                                                  |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 20 Loans from officers, directors, trustees, and other disqualified persons          |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 21 Mortgages and other notes payable                                                 |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 22 Other liabilities (describe ▶)                                                    |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 23 Total liabilities (add lines 17 through 22)                                       | 42,387.                                                                                         | 64,689.        |                       |             |  |  |
| Net Assets or Fund Balances                                                                      | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>   |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | and complete lines 24 through 26 and lines 30 and 31.                                |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 24 Unrestricted                                                                      | 64,782,622.                                                                                     | 62,617,826.    |                       |             |  |  |
|                                                                                                  | 25 Temporarily restricted                                                            |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 26 Permanently restricted                                                            |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>       |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | and complete lines 27 through 31.                                                    |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 27 Capital stock, trust principal, or current funds                                  |                                                                                                 |                |                       |             |  |  |
|                                                                                                  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                    |                                                                                                 |                |                       |             |  |  |
| 29 Retained earnings, accumulated income, endowment, or other funds                              |                                                                                      |                                                                                                 |                |                       |             |  |  |
| 30 Total net assets or fund balances                                                             | 64,782,622.                                                                          | 62,617,826.                                                                                     |                |                       |             |  |  |
| 31 Total liabilities and net assets/fund balances                                                | 64,825,009.                                                                          | 62,682,515.                                                                                     |                |                       |             |  |  |

## Part III Analysis of Changes in Net Assets or Fund Balances

|                                                                                                                                                                 |   |             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 64,782,622. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -2,164,796. |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 62,617,826. |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.          |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 62,617,826. |

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**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 |                                                  |                                      |                                  |
| b <b>SEE ATTACHED STATEMENT</b>                                                                                                    |                                                  |                                      |                                  |
| c                                                                                                                                  |                                                  |                                      |                                  |
| d                                                                                                                                  |                                                  |                                      |                                  |
| e                                                                                                                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e <b>7,037,366.</b>   |                                            | <b>5,599,487.</b>                               | <b>1,437,879.</b>                            |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 |                                                                                                 |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 | <b>1,437,879.</b>                                                                               |

|                                                                                                                                                                                 |                                                                                                                 |   |                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|---|-------------------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                 | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | 2 | <b>1,437,879.</b> |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |                                                                                                                 | 3 | <b>N/A</b>        |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2015                                                                 | <b>4,171,644.</b>                        | <b>83,410,292.</b>                           | <b>.050014</b>                                              |
| 2014                                                                 | <b>4,156,932.</b>                        | <b>89,151,278.</b>                           | <b>.046628</b>                                              |
| 2013                                                                 | <b>4,214,347.</b>                        | <b>87,620,082.</b>                           | <b>.048098</b>                                              |
| 2012                                                                 | <b>4,180,418.</b>                        | <b>80,262,470.</b>                           | <b>.052084</b>                                              |
| 2011                                                                 | <b>4,227,131.</b>                        | <b>78,110,218.</b>                           | <b>.054118</b>                                              |

|                                                                                                                                                                                                                         |   |                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--------------------|
| 2 Total of line 1, column (d)                                                                                                                                                                                           | 2 | <b>.250942</b>     |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years                                          | 3 | <b>.050188</b>     |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5                                                                                                                                          | 4 | <b>85,286,199.</b> |
| 5 Multiply line 4 by line 3                                                                                                                                                                                             | 5 | <b>4,280,344.</b>  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | 6 | <b>20,055.</b>     |
| 7 Add lines 5 and 6                                                                                                                                                                                                     | 7 | <b>4,300,399.</b>  |
| 8 Enter qualifying distributions from Part XII, line 4<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.<br>See the Part VI instructions. | 8 | <b>4,152,502.</b>  |

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

|                                                                                                                                                                                                                                        |    |         |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |         |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                      |    | 1       | 40,110. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                             |    |         |         |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |    | 2       | 0.      |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |    | 3       | 40,110. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          |    | 4       | 0.      |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                               |    | 5       | 40,110. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |         |         |
| a 2016 estimated tax payments and 2015 overpayment credited to 2016                                                                                                                                                                    | 6a | 50,697. |         |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c |         |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 50,697. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |         |         |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                         | 9  |         |         |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                            | 10 | 10,587. |         |
| 11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>                                                                                             | 11 | 0.      |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                        |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                         |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                       |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                         |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                                |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                                   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                 |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                             |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                          |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?           | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV                                                                                                                                                                                                            | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NY</u>                                                                                                                                                                                                       |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                                  | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                         |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                          |     | X  |

N/A

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**Part VII-A** Statements Regarding Activities (continued)

|                                                                                                                                                                                                                                                                                                                                    | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                         |     | X  |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                        |     | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► N/A                                                                                                                                                                                    | X   |    |
| 14 The books are in care of ► L. IPPOLITO (PAUL WEISS ET. AL.) Telephone no. ► 212-373-3000<br>Located at ► 1285 AVE. OF THE AMERICAS, NEW YORK, NY ZIP+4 ► 10019                                                                                                                                                                  |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                          |     |    |
| 16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► |     | X  |

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes                                                                 | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)                                                                                                                                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                     | N/A                                                                 |    |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?                                                                                                                                                                                                                                                                                                        |                                                                     | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                 |                                                                     |    |
| a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?<br>If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)                                                                                                                                                                                      | N/A                                                                 |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►                                                                                                                                                                                                                                                                                                                                                                          |                                                                     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016) | N/A                                                                 |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               |                                                                     | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?                                                                                                                                                                                                                                                              |                                                                     | X  |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address                                                             | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| LAURI LEVITT FRIEDLAND<br>C/O PAUL, WEISS, 1285 6TH AVENUE<br>NEW YORK, NY 10019 | PRESIDENT<br>4.00                                         | 35,000.                                   | 0.                                                                    | 0.                                    |
| JAN KRUKOWSKI<br>C/O PAUL, WEISS, 1285 6TH AVENUE<br>NEW YORK, NY 10019          | TREASURER<br>4.00                                         | 35,000.                                   | 0.                                                                    | 0.                                    |
| BARBARA RIFKIND<br>C/O PAUL, WEISS, 1285 6TH AVENUE<br>NEW YORK, NY 10019        | SECRETARY<br>4.00                                         | 26,000.                                   | 0.                                                                    | 0.                                    |
| NANCY RIFKIND<br>C/O PAUL, WEISS, 1285 6TH AVENUE<br>NEW YORK, NY 10019          | DIRECTOR<br>4.00                                          | 9,000.                                    | 0.                                                                    | 0.                                    |

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000

0

## THE WINSTON FOUNDATION, INC.

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C/O L. IPPOLITO (PAUL, WEISS, ET. AL.)

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000           | (b) Type of service  | (c) Compensation |
|-----------------------------------------------------------------------|----------------------|------------------|
| CLEARBROOK INVESTMENT CONSULTING LLC                                  |                      |                  |
| 152 WEST 57TH STREET, NEW YORK, NY 10019                              | INVESTMENT SERVICES  | 81,431.          |
| PAUL, WEISS, ET.AL. - 1285 AVENUE OF THE AMERICAS, NEW YORK, NY 10019 | LEGAL/ADMINISTRATION | 58,223.          |
|                                                                       |                      |                  |
|                                                                       |                      |                  |
|                                                                       |                      |                  |
|                                                                       |                      |                  |

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

|   |     |  |
|---|-----|--|
| 1 | N/A |  |
|   |     |  |
| 2 |     |  |
|   |     |  |
| 3 |     |  |
|   |     |  |
| 4 |     |  |
|   |     |  |

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

|   |                                                          |  |
|---|----------------------------------------------------------|--|
| 1 | N/A                                                      |  |
|   |                                                          |  |
| 2 |                                                          |  |
|   |                                                          |  |
| 3 | All other program-related investments. See instructions. |  |
|   |                                                          |  |
|   |                                                          |  |
|   |                                                          |  |

Total. Add lines 1 through 3

0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|                                                                                                                      |           |             |
|----------------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| a Average monthly fair market value of securities                                                                    | <b>1a</b> | 85,362,742. |
| b Average of monthly cash balances                                                                                   | <b>1b</b> | 1,191,541.  |
| c Fair market value of all other assets                                                                              | <b>1c</b> | 30,691.     |
| d Total (add lines 1a, b, and c)                                                                                     | <b>1d</b> | 86,584,974. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)          | <b>1e</b> | 0.          |
| <b>2</b> Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | 0.          |
| <b>3</b> Subtract line 2 from line 1d                                                                                | <b>3</b>  | 86,584,974. |
| <b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 1,298,775.  |
| <b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | <b>5</b>  | 85,286,199. |
| <b>6</b> Minimum investment return. Enter 5% of line 5                                                               | <b>6</b>  | 4,264,310.  |

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|                                                                                                             |           |            |
|-------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> Minimum investment return from Part X, line 6                                                      | <b>1</b>  | 4,264,310. |
| <b>2a</b> Tax on investment income for 2016 from Part VI, line 5                                            | <b>2a</b> | 40,110.    |
| <b>b</b> Income tax for 2016. (This does not include the tax from Part VI.)                                 | <b>2b</b> |            |
| <b>c</b> Add lines 2a and 2b                                                                                | <b>2c</b> | 40,110.    |
| <b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 4,224,200. |
| <b>4</b> Recoveries of amounts treated as qualifying distributions                                          | <b>4</b>  | 0.         |
| <b>5</b> Add lines 3 and 4                                                                                  | <b>5</b>  | 4,224,200. |
| <b>6</b> Deduction from distributable amount (see instructions)                                             | <b>6</b>  | 0.         |
| <b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 4,224,200. |

**Part XII Qualifying Distributions** (see instructions)

|                                                                                                                                            |           |            |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                        |           |            |
| a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                            | <b>1a</b> | 4,152,502. |
| b Program-related investments - total from Part IX-B                                                                                       | <b>1b</b> | 0.         |
| <b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |            |
| <b>3</b> Amounts set aside for specific charitable projects that satisfy the:                                                              |           |            |
| a Suitability test (prior IRS approval required)                                                                                           | <b>3a</b> |            |
| b Cash distribution test (attach the required schedule)                                                                                    | <b>3b</b> |            |
| <b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | <b>4</b>  | 4,152,502. |
| <b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 0.         |
| <b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | <b>6</b>  | 4,152,502. |

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2016 from Part XI, line 7                                                                                                                       |               |                            |             | 4,224,200.  |
| 2 Undistributed income, if any, as of the end of 2016                                                                                                                      |               |                            |             |             |
| a Enter amount for 2015 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2016:                                                                                                                         |               |                            |             |             |
| a From 2011                                                                                                                                                                | 359,435.      |                            |             |             |
| b From 2012                                                                                                                                                                | 266,962.      |                            |             |             |
| c From 2013                                                                                                                                                                |               |                            |             |             |
| d From 2014                                                                                                                                                                |               |                            |             |             |
| e From 2015                                                                                                                                                                | 12,155.       |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 638,552.      |                            |             |             |
| 4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 4,152,502.                                                                                                 |               |                            |             |             |
| a Applied to 2015, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2016 distributable amount                                                                                                                                     |               |                            |             | 4,152,502.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 71,698.       |                            |             | 71,698.     |
| 6 Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 566,854.      |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017                                                              |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7                                                                                                 | 287,737.      |                            |             |             |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a                                                                                              | 279,117.      |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2012                                                                                                                                                         | 266,962.      |                            |             |             |
| b Excess from 2013                                                                                                                                                         |               |                            |             |             |
| c Excess from 2014                                                                                                                                                         |               |                            |             |             |
| d Excess from 2015                                                                                                                                                         | 12,155.       |                            |             |             |
| e Excess from 2016                                                                                                                                                         |               |                            |             |             |

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

d. Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV
 Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment |                                                                                                           |                                |                                  |            |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| Recipient                                                                      | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount     |
| Name and address (home or business)                                            |                                                                                                           |                                |                                  |            |
| a Paid during the year                                                         |                                                                                                           |                                |                                  |            |
| SEE SCHEDULE 2 ATTACHED                                                        |                                                                                                           | PC                             |                                  | 4,005,500. |
|                                                                                |                                                                                                           |                                |                                  |            |
|                                                                                |                                                                                                           |                                |                                  |            |
|                                                                                |                                                                                                           |                                |                                  |            |
|                                                                                |                                                                                                           |                                |                                  |            |
|                                                                                |                                                                                                           |                                |                                  |            |
|                                                                                |                                                                                                           |                                |                                  |            |
| Total                                                                          |                                                                                                           |                                | 3a                               | 4,005,500. |
| b Approved for future payment                                                  |                                                                                                           |                                |                                  |            |
| NONE                                                                           |                                                                                                           |                                |                                  |            |
|                                                                                |                                                                                                           |                                |                                  |            |
|                                                                                |                                                                                                           |                                |                                  |            |
|                                                                                |                                                                                                           |                                |                                  |            |
| Total                                                                          |                                                                                                           |                                | 3b                               | 0.         |

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(See worksheet in line 13 instructions to verify calculations.)

**Part XVI-B**

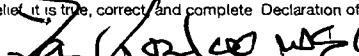
**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |                                                                                                                                                                                                                                                                                                                                                                                                                     |              |            |           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|-----------|
| <b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                                        |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                                         |              |            |           |
| <b>(1)</b> Cash                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1a(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Other assets                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> Other transactions:                                                                                                                                                                                                                                                                                                                                                                                        |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                             | <b>1b(2)</b> |            | <b>X</b>  |
| <b>(3)</b> Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                                         | <b>1b(3)</b> |            | <b>X</b>  |
| <b>(4)</b> Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> |            | <b>X</b>  |
| <b>(5)</b> Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(5)</b> |            | <b>X</b>  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                                       | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                                           | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received. |              |            |           |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

|                        |                                                                                                                                                                                                                                                                                                                      |                                                                                     |                    |                                                 |                                                                                                                                                    |
|------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| Sign Here              | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. |                                                                                     |                    |                                                 | May the IRS discuss this return with the preparer shown below (see instr.)?<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
|                        | <br>Signature of officer or trustee                                                                                                                                                                                               | 5/14/18<br>Date                                                                     | TREASURER<br>Title |                                                 |                                                                                                                                                    |
| Paid Preparer Use Only | Print/Type preparer's name                                                                                                                                                                                                                                                                                           | Preparer's signature                                                                | Date               | Check <input type="checkbox"/> if self-employed | PTIN                                                                                                                                               |
|                        | PAUL WEIRETER                                                                                                                                                                                                                                                                                                        |  | 5/14/18            |                                                 | P00140887                                                                                                                                          |
|                        | Firm's name ▶ RSM US LLP                                                                                                                                                                                                                                                                                             |                                                                                     |                    | Firm's EIN ▶ 42-0714325                         |                                                                                                                                                    |
|                        | Firm's address ▶ 1185 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036-2602                                                                                                                                                                                                                                              |                                                                                     |                    | Phone no. 212-372-1000                          |                                                                                                                                                    |

**Part IV** Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                             | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                | THROUGH HAMILTON LANE PRIVATE OFFSHORE FUND | P                                                | VARIOUS                              | 06/30/17                         |
| b                                                                                                                                 | THROUGH BLACKROCK                           | P                                                | VARIOUS                              | 12/21/16                         |
| c                                                                                                                                 | THROUGH DIMENSIONAL                         | P                                                | VARIOUS                              | 12/14/16                         |
| d                                                                                                                                 | THROUGH BAIRD                               | P                                                | VARIOUS                              | 05/04/17                         |
| e                                                                                                                                 | THROUGH KKR                                 | P                                                | VARIOUS                              | 06/30/17                         |
| f                                                                                                                                 | THROUGH METWEST                             | P                                                | VARIOUS                              | 05/11/17                         |
| g                                                                                                                                 |                                             |                                                  |                                      |                                  |
| h                                                                                                                                 |                                             |                                                  |                                      |                                  |
| i                                                                                                                                 |                                             |                                                  |                                      |                                  |
| j                                                                                                                                 |                                             |                                                  |                                      |                                  |
| k                                                                                                                                 |                                             |                                                  |                                      |                                  |
| l                                                                                                                                 |                                             |                                                  |                                      |                                  |
| m                                                                                                                                 |                                             |                                                  |                                      |                                  |
| n                                                                                                                                 |                                             |                                                  |                                      |                                  |
| o                                                                                                                                 |                                             |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 337,338.            |                                            |                                                 | 337,338.                                     |
| b 2,400,002.          |                                            | 1,392,029.                                      | 1,007,973.                                   |
| c 800,007.            |                                            | 754,516.                                        | 45,491.                                      |
| d 1,750,024.          |                                            | 1,760,875.                                      | -10,851.                                     |
| e 1,749,995.          |                                            | 32,440.                                         | -32,440.                                     |
| f 1,749,995.          |                                            | 1,659,627.                                      | 90,368.                                      |
| g                     |                                            |                                                 |                                              |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 337,338.                                                                                                |
| b                         |                                      |                                                 | 1,007,973.                                                                                              |
| c                         |                                      |                                                 | 45,491.                                                                                                 |
| d                         |                                      |                                                 | -10,851.                                                                                                |
| e                         |                                      |                                                 | -32,440.                                                                                                |
| f                         |                                      |                                                 | 90,368.                                                                                                 |
| g                         |                                      |                                                 |                                                                                                         |
| h                         |                                      |                                                 |                                                                                                         |
| i                         |                                      |                                                 |                                                                                                         |
| j                         |                                      |                                                 |                                                                                                         |
| k                         |                                      |                                                 |                                                                                                         |
| l                         |                                      |                                                 |                                                                                                         |
| m                         |                                      |                                                 |                                                                                                         |
| n                         |                                      |                                                 |                                                                                                         |
| o                         |                                      |                                                 |                                                                                                         |

|                                                                                                                                                                                     |   |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 | 1,437,879. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A        |

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FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT                      1

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| SOURCE            | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DIVIDEND INCOME - |                 |                               |                             |                                   |                               |
| BAIRD             | 228,327.        | 0.                            | 228,327.                    | 228,327.                          |                               |
| DIVIDEND INCOME - |                 |                               |                             |                                   |                               |
| BLACKROCK         | 937.            | 0.                            | 937.                        | 937.                              |                               |
| DIVIDEND INCOME - |                 |                               |                             |                                   |                               |
| DIMENSIONAL       | 92,363.         | 0.                            | 92,363.                     | 92,363.                           |                               |
| DIVIDEND INCOME - |                 |                               |                             |                                   |                               |
| FRANKLIN          | 24,616.         | 0.                            | 24,616.                     | 24,616.                           |                               |
| DIVIDEND INCOME - |                 |                               |                             |                                   |                               |
| GOLDMAN SACHS     | 62,765.         | 0.                            | 62,765.                     | 62,765.                           |                               |
| DIVIDEND INCOME - |                 |                               |                             |                                   |                               |
| HANCOCK           | 254,928.        | 0.                            | 254,928.                    | 254,928.                          |                               |
| DIVIDEND INCOME - |                 |                               |                             |                                   |                               |
| METWEST           | 123,518.        | 0.                            | 123,518.                    | 123,518.                          |                               |
| INTEREST INCOME - |                 |                               |                             |                                   |                               |
| HAMILTON LANE     |                 |                               |                             |                                   |                               |
| PRIVATE EQUITY    | 23,791.         | 0.                            | 23,791.                     | 23,791.                           |                               |
| INTEREST INCOME   |                 |                               |                             |                                   |                               |
| -CITIBANK         | 1,296.          | 0.                            | 1,296.                      | 1,296.                            |                               |
| TO PART I, LINE 4 | 812,541.        | 0.                            | 812,541.                    | 812,541.                          |                               |

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FORM 990-PF                      LEGAL FEES                      STATEMENT                      2

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| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PAUL WEISS ET AL.          | 5,822.                       | 0.                                |                               | 5,822.                        |
| TO FM 990-PF, PG 1, LN 16A | 5,822.                       | 0.                                |                               | 5,822.                        |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 3 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| RSM US LLP                   | 27,000.                      | 13,500.                           |                               | 13,500.                       |   |
| TO FORM 990-PF, PG 1, LN 16B | 27,000.                      | 13,500.                           |                               | 13,500.                       |   |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 4 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| BLACK ROCK INVESTMENTS       | 13,622.                      | 13,622.                           |                               | 0.                            |   |
| HAMILTON LANE PRIVATE        |                              |                                   |                               |                               |   |
| EQUITY OFFSHORE FUND         | 104,816.                     | 104,816.                          |                               | 0.                            |   |
| CLEARBROOK INVESTMENT        |                              |                                   |                               |                               |   |
| CONSULTING LLC               | 81,431.                      | 81,431.                           |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C | 199,869.                     | 199,869.                          |                               | 0.                            |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FEDERAL EXCISE TAX          | 17,800.                      | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 17,800.                      | 0.                                |                               | 0.                            |   |



| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FILING FEE                  | 1,500.                       | 0.                                |                               | 1,500.                        |   |
| ADMINISTRATIVE FEE          | 52,725.                      | 10,545.                           |                               | 42,180.                       |   |
| TO FORM 990-PF, PG 1, LN 23 | 54,225.                      | 10,545.                           |                               | 43,680.                       |   |

| FORM 990-PF                            | OTHER INVESTMENTS   |             | STATEMENT            | 7 |
|----------------------------------------|---------------------|-------------|----------------------|---|
| DESCRIPTION                            | VALUATION<br>METHOD | BOOK VALUE  | FAIR MARKET<br>VALUE |   |
| SEE SCHEDULE 1 ATTACHED                | COST                | 50,291,302. | 72,870,079.          |   |
| HAMILTON LANE PRIVATE EQUITY           | COST                |             |                      |   |
| OFFSHORE FUND VI L.P.                  |                     | 2,063,607.  | 2,251,994.           |   |
| HANCOCK TIMBERLAND, IX, INC.           | COST                | 4,554,433.  | 3,688,276.           |   |
| SEE SCHEDULE 1 ATTACHED                | COST                | 5,040,000.  | 6,475,339.           |   |
| KKR CORPORATE CREDIT PARTNERS L.P.     | COST                |             |                      |   |
| CLASS A.                               |                     | 200,717.    | 77,053.              |   |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                     | 62,150,059. | 85,362,741.          |   |

| FORM 990-PF                      | OTHER ASSETS                  |                           | STATEMENT            | 8 |
|----------------------------------|-------------------------------|---------------------------|----------------------|---|
| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |   |
| PREPAID EXCISE TAXES             | 32,326.                       | 14,528.                   | 14,528.              |   |
| TO FORM 990-PF, PART II, LINE 15 | 32,326.                       | 14,528.                   | 14,528.              |   |

**Investments in Bonds, Mutual Funds, Hedge Funds, Limited Partnerships and Real Estate Investment Trust**

| Shares      | Mututal Funds                                     | Fair Market Value    | Cost                 |
|-------------|---------------------------------------------------|----------------------|----------------------|
|             | <u>BLACKROCK</u>                                  |                      |                      |
| 116,104     | EAFE Equity Index Fund B                          | \$ 8,447,795         | \$ 6,162,026         |
| 16,252      | Equity Index Fund B                               | 6,839,124            | 1,979,861            |
| 56,034      | Extended Equity Market Fund B                     | 19,070,218           | 7,987,260            |
| 225         | Money Market Fund B                               | 225                  | 225                  |
| 380,798     | Russell 1000 Index Non-Lendable                   | 7,129,490            | 3,881,987            |
|             |                                                   | <u>41,486,852</u>    | <u>20,011,359</u>    |
|             | <u>BAIRD</u>                                      |                      |                      |
| 1,455,943   | Baird Short Term Bond-Institutional               | 14,108,088           | 14,098,992           |
|             | <u>METWEST</u>                                    |                      |                      |
| 615,118     | Total Return Bond Fund Class I                    | 4,793,930            | 4,880,195            |
|             | <u>GOLDMAN SACHS</u>                              |                      |                      |
| 316,043     | GS Multi-Manager Alternatives                     | 3,223,638            | 3,288,027            |
|             | <u>DIMENSIONAL</u>                                |                      |                      |
| 436,131     | Emerging Mkts Core Equity                         | 5,906,295            | 4,729,475            |
|             | <u>FRANKLIN</u>                                   |                      |                      |
| 299,221     | Franklin K2 Alternative Strategies                | 3,351,276            | 3,283,254            |
|             |                                                   | <u>\$ 72,870,077</u> | <u>\$ 50,291,302</u> |
| Shares      | Hedge Funds                                       | Fair Market Value    | Cost                 |
| 2,648 00    | ATLAS GLOBAL INVESTMENTS, LTD - Class C - 2006-02 | 6,475,339            | 5,040,000            |
|             |                                                   | <u>\$ 6,475,339</u>  | <u>\$ 5,040,000</u>  |
| Ownership % | Limited Partnerships                              | Fair Market Value    | Cost                 |
| 1 01        | Hamilton Lane Private Equity Offshore Fund VI L P | \$ 2,251,994         | \$ 2,063,607         |
| 3 40        | KKR Corporate Credit Partners L.P Class A         | 77,053               | 200,717              |
|             |                                                   | <u>\$ 2,348,515</u>  | <u>\$ 2,264,324</u>  |
| Ownership % | Real Estate Investment Fund                       | Fair Market Value    | Cost                 |
| 1 48        | Hancock Timberland IX Inc                         | \$ 3,688,276         | \$ 4,554,433         |

## Contributions and Grants

Year Ended June 30, 2017

See Independent Accountant's Report

| Recipient                                            | Amount  | Purpose                                      |
|------------------------------------------------------|---------|----------------------------------------------|
| A Better Chance at Westport                          | 10,000  | General Purposes                             |
| Atlantic Classical Orchestra                         | 5,000   | General Purposes                             |
| ACLU Foundation                                      | 35,000  | Defense of Immigrants/ Civil Rights Advocacy |
| Alliance for Justice                                 | 75,000  | General Purposes                             |
| American Foundation for the Blind                    | 30,000  | General Operating Support                    |
| Bard College                                         | 20,000  | Support college                              |
| Bay Street Theatre                                   | 30,000  | General purposes/ New Materials              |
| Bennington College                                   | 110,000 | Common Renovation Project                    |
| Boys Town Jerusalem Foundation of America            | 5,000   | General Purposes                             |
| Brooklyn Academy of Music                            | 2,000   | General Purposes                             |
| Center for Wrongful Convictions                      | 10,000  | General Purposes                             |
| Central Synagogue                                    | 2,500   | General Purposes                             |
| Child Advocates of SW Connecticut                    | 10,000  | General Purposes                             |
| City College                                         | 75,000  | Simon H. Rifkind Center                      |
| Conservative Synagogue                               | 2,500   | General Purposes                             |
| Council of Foreign Relations                         | 5,000   | General Purposes                             |
| Doctors Without Borders                              | 50,000  | General Purposes                             |
| Earth Justice                                        | 95,000  | Environmental Legal Advocacy                 |
| Environmental Defense                                | 10,000  | General Purposes                             |
| Film Forum                                           | 55,000  | General Purposes                             |
| Friends of Sherwood Island                           | 5,000   | Summer Interns of the Nature Center          |
| Friends of the High School for Environmental Studies | 5,000   | General Purposes                             |
| Girls, Inc. of New York City                         | 20,000  | To Equip Girls                               |
| Goathouse Gallery and Refuge                         | 10,000  | General Purposes                             |
| Guiding Eyes for the Blind                           | 25,000  | General Purposes                             |
| Hamilton College                                     | 422,500 | Arthur Levitt Public Affairs Center          |
| Harvard College Library                              | 5,000   | General Purposes                             |
| Hibiscus Children's Foundation                       | 30,000  | General Purposes                             |
| Hospital for Special Surgery                         | 450,000 | General Purposes                             |
| Human Rights First                                   | 50,000  | General Purposes / Human Rights Advocacy     |

Carried Forward

1,659,500

(A) All recipients are publicly supported

(continued)

## Contributions and Grants

Year Ended June 30, 2017

See Independent Accountant's Report

| Recipient                                | Amount              | Purpose                                                                             |
|------------------------------------------|---------------------|-------------------------------------------------------------------------------------|
| <b>Brought Forward</b>                   | <b>\$ 1,659,500</b> |                                                                                     |
| Human Rights Watch                       | 75,000              | General Purposes                                                                    |
| Independent Diplomat                     | 75,000              | General Purposes                                                                    |
| Interfaith Housing Association of WSPT   | 10,000              | General Purposes                                                                    |
| Lick-Wilmerding High School              | 40,000              | Financial Aid                                                                       |
| Lincoln Center Theatre                   | 50,000              | Support the Production<br>of New Plays at Mitze                                     |
| Metropolitan Museum of the Arts          | 15,000              | General Purposes                                                                    |
| National Center for Law and Economic     | 15,000              | General Purposes                                                                    |
| National Council for Jewish Women        | 2,000               | General Purposes                                                                    |
| National Dance Institute Inc.            | 15,000              | General Purposes                                                                    |
| National Multiple Sclerosis Society      | 205,000             | Doctoral Fellowship of<br>Dr. Laurie Magri                                          |
| National Public Radio WSHU               | 20,000              | Support NPR Station<br>Programming                                                  |
| National Resource Defense Council        | 45,000              | General Purposes                                                                    |
| New York City Center                     | 20,000              | New Projects                                                                        |
| New York Presbyterian Hospital           | 60,000              | Fund for Medicine                                                                   |
| New York Society Library                 | 20,000              | General Purposes                                                                    |
| New York University                      | 175,000             | Winston Foundation Data<br>Analytics Scholars/ Shanghi -<br>neuroeconomics research |
| People for the American Way Foundation   | 100,000             | Campaign to Combat<br>Electoral Vote<br>Reapportionment                             |
| Ping Pong Productions                    | 5,000               | Cultural Exchange/ Gu Jiani<br>Tour                                                 |
| Planned Parenthood Federation of America | 10,000              | General Purposes                                                                    |
| Playwright's Horizon                     | 5,000               | General Purposes                                                                    |
| Primary Stages                           | 70,000              | Tweenrights/ General<br>Purposes                                                    |
| Promise Project                          | 5,000               | Support the Comprehensive<br>Services                                               |
| <b>Carried Forward</b>                   | <b>2,696,500</b>    |                                                                                     |

(A) All recipients are publicly supported

(continued)

## Contributions and Grants

Year Ended June 30, 2017

See Independent Accountant's Report

| Recipient                             | Amount              | Purpose                                       |
|---------------------------------------|---------------------|-----------------------------------------------|
| <b>Brought Forward</b>                | <b>\$ 2,696,500</b> |                                               |
| Queens College - Aaron Copland School | 18,000              | Sir Roland Hanna Memorial Scholarship Fund    |
| Rand Corporation                      | 5,000               | General Purposes                              |
| Rett Syndrome Research Trust          | 30,000              | Support and Stimulate New Research Strategies |
| Save the Sound                        | 5,000               | General Purposes                              |
| Science Friday Initiative             | 30,000              | Support Programming and Educational Research  |
| SEC Historical Society                | 1,000               | General Purposes                              |
| Shen Wei Dance Studio                 | 35,000              | General Purposes                              |
| Scholars at Risk                      | 75,000              | General Purposes                              |
| Sierra Club Foundation                | 15,000              | Environmental Defense                         |
| St. Ann's Warehouse                   | 120,000             | General Purposes                              |
| St. Joseph's College                  | 10,000              | Support for Nursing Programs                  |
| Stony Brook Children's Hospital       | 25,000              | Summer Camp for Children with MS              |
| Student Advocacy                      | 1,000               | General Purposes                              |
| Teachers for Vietnam                  | 12,000              | General Purposes                              |
| Temple Beit Ha Yam                    | 5,000               | General Purposes                              |
| Terra Nova Collective                 | 45,000              | Support Development of Innovative Theater     |
| Texas Children's Hospital             | 60,000              | Mr. Mirjana Maletic-Sevatic 2017 Season       |
| Theatre for a New Audience            | 100,000             | Toward the One Year Salary For Gardener       |
| The City Parks Foundation             | 20,000              | Support of the Artisitscs Director's Salary   |
| The Culture Project, Inc.             | 10,000              | Support to realize 2017 programs              |
| The Field                             | 10,000              | General Operating Grant                       |
| The Marshall Project                  | 20,000              | General Purposes                              |
| The Metropolitan Opera Association    | 10,000              |                                               |

**Carried Forward**3,358,500

(A) All recipients are publicly supported

(continued)

## Schedule 2 - Pg. 4 of 4

The Winston Foundation Inc.

### Contributions and Grants

Year Ended June 30, 2017

See Independent Accountant's Report

| Recipient                                    | Amount                     | Purpose                                                             |
|----------------------------------------------|----------------------------|---------------------------------------------------------------------|
| <b>Brought Forward</b>                       | <b>\$ 3,358,500</b>        |                                                                     |
| The Mount Sinai School of Medicine           | 20,000                     | Support of the Work of<br>Valentin Fuster and the<br>Cardiovascular |
| The Nature Conservancy                       | 4,000                      | General Purposes                                                    |
| The New York Public Library                  | 75,000                     | General Purposes                                                    |
| The Samuel Waxman Cancer Research Foundation | 5,000                      | General Purposes                                                    |
| The Trustees of the Reservation              | 100,000                    | General Purposes                                                    |
| UJA Federation of New York                   | 15,000                     | General Purposes                                                    |
| United Way of Long Island                    | 15,000                     | Support the United Way<br>YouthBuild Long Island Youth<br>Programs  |
| United Way of Martin County                  | 25,000                     | General Purposes                                                    |
| Vera Institute of Justice                    | 50,000                     | Ensure Legal Counsel for<br>Undocumented Immigrants                 |
| Victims Information of Bureau of Suffolk     | 25,000                     | Support in Family Violence and<br>Rape Crisis Center                |
| Weill Medical College of Cornell University  | 60,000                     | Dr. Arleen Rifkind Lab F<br>Fellowship                              |
| Westport County Playhouse                    | 35,000                     | General Purposes                                                    |
| Westport Library                             | 15,000                     | General Purposes                                                    |
| Westport Temple Israel                       | 25,000                     | General Purposes                                                    |
| Williams College                             | 178,000                    | General Purposes/<br>Alumni Fund                                    |
|                                              | <u><u>\$ 4,005,500</u></u> |                                                                     |

(A) All recipients are publicly supported